

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
MAXWELL ROBERTSON CORPORATION,
ROBERT GARSTAK,

Plaintiffs,

-against-

TENNECO, INC., PACTIV CORPORATION,

Defendants.
-----X

ANSWER

Civil Action No.: _____

Defendant PACTIV CORPORATION, by and through its attorneys, SEDGWICK, DETERT, MORAN & ARNOLD LLP, as and for its Answer to plaintiffs' Verified Complaint, respectfully sets forth the following upon information and belief:

ANSWERING "PARTIES," "JURISDICTION" AND "FACTUAL AVERMENTS"

1. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation contained in paragraphs "1" "2" and "3" of plaintiffs' Verified Complaint, further states that the Agreement speaks for itself, and refers all questions of law and contract construction and interpretation to the court.

2. Denies each and every allegation contained in paragraph "4" of plaintiffs' Verified Complaint, except admits that PACTIV is a Delaware corporation which, from time-to-time, transacts business in New York, and was formerly known as Tenneco Packaging, Inc., further states that the Agreement speaks for itself, and refers all questions of law and contract construction and interpretation to the Court.

3. Denies each and every allegation contained in paragraphs "5," "19" and "22" of plaintiffs' Verified Complaint, further states that the Agreement speaks for itself, and refers all questions of law and contract construction and interpretation to the Court.

4. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation contained in paragraph "6" of plaintiffs' Verified Complaint.

5. Denies each and every allegation contained in paragraphs "7," "8," "9," "10," "11," "12," "13" and "14" of plaintiffs' Verified Complaint except admits that the Agreement speaks for itself.

6. Denies each and every allegation contained in paragraph "15," "17," "20" and "21" of plaintiffs' Verified Complaint.

7. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation contained in paragraphs "16" and "18" of plaintiffs' Verified Complaint.

ANSWERING "CAUSES OF ACTION"

8. Repeats and reiterates each and every denial hereinbefore made with the same force and effect as though the same were set forth at length herein in answer to paragraph "22" of the plaintiffs' Verified Complaint.

9. Denies each and every allegation contained in paragraphs "23," "24" and "25" of plaintiffs' Verified Complaint.

AS AND FOR A FIRST AFFIRMATIVE DEFENSE

The Complaint fails to state a claim upon which relief can be granted.

AS AND FOR A SECOND AFFIRMATIVE DEFENSE

Plaintiffs' claims are barred in that there was no oral and/or written agreement, and/or the agreement is not as described in the Complaint.

AS AND FOR A THIRD AFFIRMATIVE DEFENSE

Plaintiffs' claims are barred pursuant to the applicable statute of limitations.

AS AND FOR A FOURTH AFFIRMATIVE DEFENSE

Plaintiffs' Complaint is barred by plaintiffs' breach of contract.

AS AND FOR A FIFTH AFFIRMATIVE DEFENSE

The terms of the subject Agreement were waived, abandoned and rescinded.

AS AND FOR A SIXTH AFFIRMATIVE DEFENSE

Plaintiffs' claims are barred by payment and satisfaction.

AS AND FOR A SEVENTH AFFIRMATIVE DEFENSE

Plaintiffs' claims for relief are barred, in whole or in part, by the doctrines of equitable estoppel, judicial estoppel, waiver, laches, and/or unclean hands.

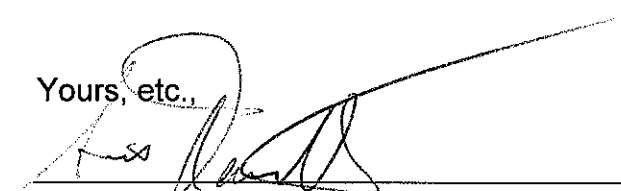
AS AND FOR A EIGHTH AFFIRMATIVE DEFENSE

Plaintiffs failed to mitigate their damages, if any.

WHEREFORE, defendant PACTIV CORPORATION demands judgment dismissing the complaint together with the attorneys' fees, costs and disbursements of this action.

Dated: New York, New York
July 23, 2007

Yours, etc.,



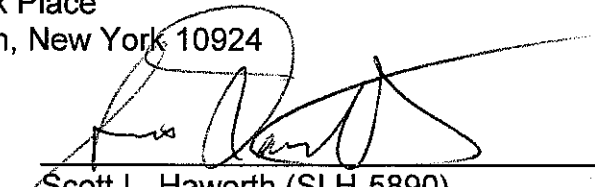
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PACTIV CORPORATION

TO: Christopher D. Watkins, Esq.
SUSSMAN & WATKINS
P.O. Box 1005
40 Park Place
Goshen, New York 10924

CERTIFICATE OF SERVICE

I, Scott L. Haworth, hereby certify and affirm that a true and correct copy of the attached **ANSWER** was served via U.S. Mail on this 23rd day of July, 2007, upon the following:

Christopher D. Watkins, Esq.
SUSSMAN & WATKINS
P.O. Box 1005
40 Park Place
Goshen, New York 10924



Scott L. Haworth (SLH-5890)

Dated: New York, New York
July 23, 2007